

Gruoa, J.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re AUSTIN CAPITAL MANAGEMENT,	:
LTD., SECURITIES & EMPLOYEE	:
RETIREMENT INCOME SECURITY ACT	:
(ERISA) LITIGATION	:
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No. 1:09-md-02075-TPG

[~~PROPOSED~~] ORDER AWARDING  
ATTORNEYS' FEES AND EXPENSES

This matter having come before the Court on October 2, 2014, on the motion of Co-Lead Counsel for an award of attorneys' fees and expenses, the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this action to be fair, reasonable and adequate, and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Order incorporates by reference the definitions in the Settlement Agreement dated April 10, 2014 (the "Stipulation") and all capitalized terms used, but not defined herein, shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all members of the Investor Class who have not timely and validly requested exclusion.

3. The Court hereby awards Co-Lead Counsel attorneys' fees of 33-1/3% of the Settlement Fund, plus expenses in the amount of \$63,553.61, together with the interest earned on both amounts for the same time period and at the same rate as that earned on the Settlement Fund until paid. The Court finds that the amount of fees awarded is appropriate and that the amount of fees awarded is fair and reasonable under the "percentage-of-recovery" method.

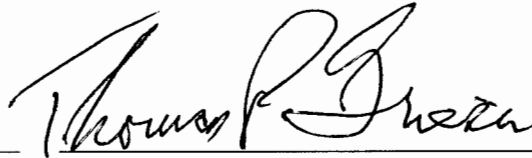
4. The fees and expenses shall be allocated amongst other Plaintiffs' Counsel in a manner that Co-Lead Counsel in good faith believe reflects the contributions of such counsel to the prosecution and settlement of the action.

5. The awarded attorneys' fees and expenses and interest earned thereon, shall immediately be paid to Co-Lead Counsel subject to the terms, conditions, and obligations of the

Stipulation, and in particular ¶8.2 thereof, which terms, conditions, and obligations are incorporated herein.

IT IS SO ORDERED.

DATED: 10/2/14

A handwritten signature in black ink, appearing to read "Thomas P. Griesa", written over a horizontal line.

THE HONORABLE THOMAS P. GRIESA  
UNITED STATES DISTRICT JUDGE

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